

RECORDATION NO. 25460-C FILED
SEP 28 '06 3-45 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 28, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release Re: Trinity Rail Leasing Trust II Sale of Railcars and Related Leases to Trinity Industries Leasing Company, dated as of September 28, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 25460.

The name and address of the party to the enclosed document are:

Secured Party: Credit Suisse First Boston, New York Branch
Eleven Madison Avenue
New York, NY 10010

[Borrower: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, TX 75207]

A description of the railroad equipment covered by the enclosed document is:

7 railcars: PLMX 137091, PLMX 137106, PLMX 137112, PLMX 137114, PLMX 137116, PLMX 137121 and PLMX 137124.

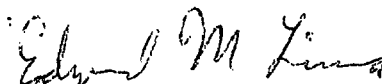
A short summary of the document to appear in the index is:

Release Re: Trinity Rail Leasing Trust II Sale of Railcars and Related Leases to Trinity Industries Leasing Company.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Edward M. Luria".

Edward M. Luria

RWA/sem
Enclosures

SEP 28 06

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SURFACE TRANSPORTATION BOARD

**Release Re:--Trinity Rail Leasing Trust II sale of Railcars and related Leases
to Trinity Industries Leasing Company**

September 28, 2006

The undersigned, Credit Suisse, New York Branch (f.k.a. Credit Suisse First Boston, New York Branch), is executing this instrument in its capacity as Agent (in such capacity, the "Agent") under the Warehouse Loan Agreement, dated as of June 27, 2002 (as amended from time to time, the "Warehouse Loan Agreement"), among Trinity Industries Leasing Company ("TILC"), Trinity Rail Leasing Trust II ("TRLT-II"), the Lenders party thereto from time to time, and the Agent, as well as the related Security Agreement, dated as of June 27, 2002 (as amended from time to time, the "Security Agreement"), between TRLT-II and the Agent.

The Agent currently holds a security interest granted by TRLT-II in the railcars described on Schedule 1 hereto (such railcars, together with TRLT-II's right, title and interest in all components, parts and accessions to such cars and in all equipment attached or related thereto, being the "Railcars") and the related leases thereof described on Schedule 2 hereto (the "Leases") (the Railcars and Leases being the "Assets"), which TRLT-II has granted to the Agent under the Security Agreement to secure obligations under the Warehouse Loan Agreement. The Agent consents to TRLT-II's disposition of the Assets by sale on or about the date hereof to TILC. The Agent hereby confirms and agrees, without recourse to or warranty by the Agent or the Secured Parties (as defined in the Security Agreement), for the benefit of TRLT-II and TILC, that all of the Agent's right, title and interest in and to the Assets, whether held pursuant to the Security Agreement or otherwise, is released and of no further effect.

[signatures follow]

The undersigned has executed and delivered this Release as of the date first written above.

CREDIT SUISSE, NEW YORK BRANCH, as
Agent

By: 

Its: _____

Mark Golombek

Director

By: 

Its: _____

Joseph Soave

Director

ACKNOWLEDGMENT

STATE OF New York)
COUNTY OF New York)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared MARY GOLOMBECK, who upon oath, acknowledged himself to be a DIRECTOR of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE, NEW YORK BRANCH.

WITNESS my hand and official seal this 26th day of September, 2006.

Notary Public



MY COMMISSION EXPIRES:

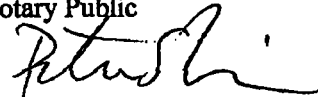
PETER SHIN
Notary Public, State of New York
No. 01SH6121038
Qualified in New York County
Commission Expires January 3, 2009

STATE OF New York)
COUNTY OF New York)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared JOSEPH SCANE, who upon oath, acknowledged himself to be a DIRECTOR of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE, NEW YORK BRANCH.

WITNESS my hand and official seal this 26th day of September, 2006.

Notary Public



PETER SHIN
Notary Public, State of New York
No. 01SH6121038
Qualified in New York County
Commission Expires January 3, 2009

MY COMMISSION EXPIRES:

SCHEDULE 1

<u>Asset Mark</u>	<u>Leasee</u>
PLMX137091	Rail Investors I LLC
PLMX137106	Rail Investors I LLC
PLMX137112	Rail Investors I LLC
PLMX137114	Rail Investors I LLC
PLMX137116	Rail Investors I LLC
PLMX137121	Rail Investors I LLC
PLMX137124	Rail Investors I LLC

Schedule 1

Seven (7) units identified with marks PLMX 137091, PLMX 137106, PLMX 137112, PLMX 137114, PLMX 137116, PLMX 137121, and PLMX 137124 leased pursuant to Rider Fourteen (14), dated May 3, 2004, to that certain Railroad Car Net Lease Agreement, dated October 22, 2002, between TILC and Rail Investors I, LLC.

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 28, 2006

Edward M. Luria

Edward M. Luria

BOMBARDIER

September 28, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Bombardier Capital Rail Inc.
12735 Gran Bay Parkway West
Suite 1000
Jacksonville, FL 32258 United States
www.bombardier.com
TEL (904) 288-1000
FAX (904) 288-2155

Re: Memorandum of Lease (2000A-1), dated as of June 28, 2000 between Allfirst Financial Center National Association, Lessor, and Bombardier Capital Rail Inc., Lessee, filed with the Board on June 27, 2000 at 4:14 p.m. under Recordation Number 22980 (BCRI's headlease 14)

Dear Mr. Williams:

With reference to the railroad equipment covered by the recordation shown above, we wish to advise:

1. The reporting marks and road numbers of one (1) of the railcars has changed. Please file the following change under the Recording Number shown above:

<u>Current Car #</u>	<u>Original Car #</u>	<u>Previous Car #</u>
TR 405774	WC 021676	WC 021676

Very truly yours,

Catherine Hawks

Catherine Hawks
Senior Attorney

STATE OF FLORIDA)
)
COUNTY OF DUVAL) ss.

On this 28th day of September, 2006, before me appeared Catherine Hawks, to me personally known, who, being duly sworn did say that she is the Senior Attorney of BOMBARDIER CAPITAL RAIL INC. (f/k/a NorRail, Inc.), and that said instrument was signed on behalf of said corporation by authority of its board of directors and she acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Gail M. Porter
NOTARY PUBLIC
My Commission Expires: 7-1-2010

